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US BANK/FCC SEP 25 2009

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159DOCKET FILE COPY ORIGINAL by OMB
3066-0589
Page No. 1 of 2

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Winnebago Cooperative Telecom Association		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1 704 E. Main			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Lake Mills		(7) STATE IA	(8) ZIP CODE 50450
(9) DAYTIME TELEPHONE NUMBER (include area code) 641 592 6105		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0002590057		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Winnebago Cooperative Telecom Association			
(14) STREET ADDRESS LINE NO. 1 704 E. Main			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Lake Mills		(17) STATE IA	(18) ZIP CODE 50450
(19) DAYTIME TELEPHONE NUMBER (include area code) 641 592 6105		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0002590057		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) 1,015.00	(27A) TOTAL FEE 1,015.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>David Cossow</u> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>David Cossow</u>		DATE <u>9/24/09</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

David Cosson
ATTORNEY AT LAW

2154 Wisconsin Ave, N.W.
Washington, D.C. 20007

Telephone (202) 296-8890
Telecopier (202) 296-8893

September 24, 2009

Via overnight delivery

Federal Communications Commission
C/O US Bank
Government Lockbox 979091
S-MO-C2-GL
1005 Convention Plaza
St. Louis, MO 63101

ATTN: FCC Government Lockbox

Re: Miller Telephone Company
Winnebago Cooperative Telecom Association

Application for Transfer of Control

Ladies and Gentlemen:

Enclosed is a FCC Form 159 and a check for \$1,015.00 with respect to the above captioned Application for Transfer of Control.

Please mark the enclosed copy of this filing as "received and return in the pre-paid envelope provided.

Please refer any questions to me.

Sincerely,

David Cosson



Enclosures

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of)	
)	
Miller Telephone Company)	
)	
And)	W.C. Doc. No. _____
)	
Winnebago Cooperative Telecom Association)	
)	
Application for Authorization Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as Amended, for Transfer of Control)	

APPLICATION FOR TRANSFER OF CONTROL

Miller Telephone Company ("Miller" or "Transferor") and Winnebago Cooperative Telecom Association ("WCTA" or "Transferee") (collectively the "Applicants"), by their undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the rules of the Federal Communications Commission ("FCC" or the "Commission"), 47 C.F.R. § 63.04, hereby request authority to transfer control of Miller to WCTA. The Applicants have entered into a Stock Purchase Agreement under which WCTA will become the provider of telecommunications service to Miller's subscribers upon completion of the transaction. The Applicants seek streamlined treatment of the Application.

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the following information in support of this transaction:

(1) Applicants' Name, Address and Telephone Number

Transferor: Miller Telephone Company
1414 270th St.
Ventura, IA 50482

Telephone: 641 829 3366
Facsimile: 641.829.3883

Transferee: Winnebago Cooperative Telecom Association
704 East Main St.
Lake Mills, Iowa 50450

Telephone: 641 592 6105
Facsimile: 641 592 6102

(2) State of Organization

- (a) Miller is an Iowa corporation.
- (b) WCTA is an Iowa cooperative corporation.

(3) Contact Information

All correspondence, notices and inquiries regarding this transaction should be addressed to:

Transferor: Roger Tendall
Miller Telephone Company
1414 270th St.
Ventura, IA 50482

Telephone: 641 829 3366
Facsimile: 641.829.3883

Transferee: Terry Wegener, Manager
Winnebago Cooperative Telecom Association

704 East Main St.
Lake Mills, Iowa 50450

Telephone: 641 592 6105
Facsimile: 641 592 6102

Copies of all correspondence, notices, and inquiries should also be addressed to:

David Cosson
2154 Wisconsin Ave., N.W.
Washington, DC 20007

Telephone: 202 333 5275

Facsimile: 202 333 5274

(4) Ten percent (10%) Equity Shareholders

Transferor:

Miller is a stock corporation with 125 shareholders, of which no person or entity owns 10% or more of the equity.

Transferee:

WCTA is a cooperative corporation owned by its subscribers of which no individual or entity owns 10% or more of its equity.

(5) Certification Pursuant to Rules 1.2001-1.2003

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(6) Description of Transaction

The Applicants executed a Stock Purchase Agreement for the transfer of all outstanding common stock of Miller to WCTA. Upon completion of the transaction, Miller will be dissolved and its existing customers will become members of WCTA. WCTA will continue to provide high quality telecommunications service to Miller's subscribers.

(7) Geographic Description

WCTA provides local exchange and exchange access to 20 exchanges in northern Iowa and southern Minnesota. Miller is a local exchange carrier also operating in northern Iowa. Miller's single exchange is adjacent to a WCTA exchange.

(8) Streamlined Treatment

Because WCTA and Miller have adjacent service areas, this transaction may not qualify for the Presumption of eligibility for streamlined treatment, however streamlined treatment would be consistent with the purposes of the streamlined procedures. Because Miller serves only 86 access lines, any increase in concentration in the industry will be entirely *de minimis*. Because the transfer will be beneficial to subscribers, the parties wish to close as soon as possible, preferably before the end of November 2009.

(9) Other Related Applications Before the Commission

None.

(10) Statement of Imminent Business Failure

No party to the transaction faces imminent business failure.

(11) Separately Filed Waiver Requests

The Applicants submitted no separately filed waivers. Upon completion of the transaction, WCTA will dissolve Miller and incorporate the exchange in its current study area. No study area waiver will be required for this consolidation.¹

(12) Public Interest Statement

¹ *M&L Enterprises, Inc., d/b/a Skyline Telephone Company, Petition for Waiver of Sections 36.611, 36.612 and 69.2(hh) of the Commission's Rules*, Order, 19 FCC Rcd 6761, 6767 (2004) ("...study area waiver request is not required when...a holding company is consolidating existing study areas in the same state.").

The proposed transfer serves the public interest and authority to complete the transaction should be duly granted. *In re Application of Western Union Corp. and World Comm., Inc.*, Memorandum Opinion and Order, 4 FCC Rcd 2219, para. 10 (1989) (Public interest is served where the business is "continued in substantially the same form in the hands of the transferee."). Each person in the Miller exchange who takes service from WCTA will have all the rights and privileges of a Cooperative member, including voting for a representative to the Board of Directors of WCTA and eligibility for capital credits that may be allocated. In today's rapidly changing technological, economic and regulatory environment, the subscribers of Miller will be better served by a larger organization with more resources.

CONCLUSION

Applicants seek authority to transfer ownership of a very small local exchange carrier to a larger carrier with more resources and capacity to evolve the service provided. For the foregoing reasons, Applicants respectfully request that the Commission provide this Application streamlined treatment and grant the Application as soon as practicable.

Respectfully Submitted,

By

David Cosson

2154 Wisconsin Ave., N.W.

Washington, DC 20007

Attorney for Winnebago Cooperative Telephone
Association and Miller Telephone Company

September 24, 2009

DECLARATION OF TERRY WEGENER

I, Terry Wegener, Manager of WCTA, certify that the information in the foregoing application as it pertains to WCTA is true and correct to the best of my knowledge and belief.

Executed on: 9-22-09

Terry Wegener

DECLARATION OF ROGER TENDALL

I Roger Tendall, President, Miller Telephone Company certify that the information in the foregoing application as it pertains to Miller is true and correct to the best of my knowledge and belief.

Executed on: 9.22.09

Roger Tendall